

SEP 24 2010

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT, RATIFICATION, AND REVIVAL TO OIL, GAS, AND MINERAL LEASE

Reference is hereby made to that certain Oil, Gas and Mineral Lease (hereinafter referred to as "the Lease") dated the 17th day of April, 2007, by and between Roger Flores and Celeste Flores, as Lessor, and Western Production Company, as Lessee, whose address is 801 Cherry St., Suite 3850, Unit 39, Fort Worth, TX 76102, which Lease is recorded as Document No. D207137683 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Chesapeake Exploration, L.L.C. acquired the Lease in the Conveyance, Assignment and Bill of Sale by and between Western Production Company, Axia Land Services, LLC and TYL Energy, Ltd., as Assignor, and Chesapeake Exploration L.L.C., as Assignee, recorded as Document No. D208022001 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Chesapeake Exploration, L.L.C. ("Chesapeake"), an Oklahoma limited liability company, is the Successor in Interest to Chesapeake Exploration Limited Partnership; and

WHEREAS, TOTAL E&P USA, INC., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the Lease by Assignment, Bill of Sale and Conveyance, recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, the aforementioned Assignees and Grantees are collectively referred to as "Lessee."

WHEREAS, the Leased Premises described in the Oil, Gas, and Mineral Lease reads as follows:

0.32 acres, more or less, being Lot(s) 9, Block 238, of the Rosen Heights Second Filing, an addition to the City of Fort Worth, as shown in the map or plat thereof recorded in Volume 204, Page 75, Plat Records of Tarrant County, Texas. This lease covers all of the land described above, and in addition also covers accretions and any small strips or parcels of land, or any vacancies or excess acreage, now or hereafter owned by Lessor, or which are contiguous or adjacent to the above-described land.

WHEREAS, it is the desire of the said Lessor and Lessee to amend the legal description of the Lease.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned do hereby delete the legal description in the Lease as described above and in its place insert the following:

0.32 acres, more or less, being Lot(s) 9, Block 239, of the Rosen Heights Second Filing, an addition to the City of Fort Worth, as shown in the map or plat thereof recorded in Volume 204, Page 75, Plat Records of Tarrant County, Texas. This lease covers all of the land described above, and in addition also covers accretions and any small strips or parcels of land, or any vacancies or excess acreage, now

or hereafter owned by Lessor, or which are contiguous or adjacent to the above-described land.

FURTHERMORE, Lessor does hereby grant, demise, lease and let unto Assignees the acreage described above, as corrected, subject to and in accordance with all of the terms and provisions of the Lease.

FURTHERMORE, in consideration of the premises and ten and no/100 dollars (\$10.00) and other valuable consideration which is hereby acknowledged and confessed, Irene Flores, a single person, does hereby ratify, revive, and confirm said Lease in all of its terms and provisions, and as hereby corrected does hereby lease, grant, demise and let said land and premises unto the Assignees subject to and in accordance with all of the terms and provisions of said Lease, as subsequently amended.

Irene Flores, a single person, does hereby agree and declare that said Lease in all of its terms and provisions are binding on her and it is a valid and subsisting oil, gas, and mineral lease.

It is understood and agreed by all parties hereto that in all other respects, the Subject Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm the Subject Lease as hereby corrected.

This instrument shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

To facilitate execution, this instrument may be executed in as many counterparts as may be convenient or required. It shall not be necessary that the signature of all persons required to bind any party appear on each counterpart. All counterparts shall collectively constitute a single instrument. It shall not be necessary in making proof of this instrument to produce or account for more than a single counterpart containing the respective signatures of, or on behalf of, each of the parties hereto. Any signature page to any counterpart may be detached from such counterpart without impairing the legal effect of the signatures thereon and thereafter attached to another counterpart identical thereto except having attached to it additional signature pages.

IN WITNESS WHEREOF, this instrument is executed this 18th day of August, 2010, but for all purposes to be effective as of April 17, 2007.

LESSOR:

Irene Flores

X Irene Flores
Irene Flores

X Irene Flores

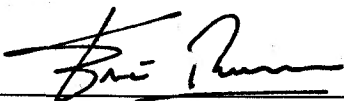
LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma Limited Liability Company

By: [Signature]
Henry J. Hood, Senior Vice President

Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

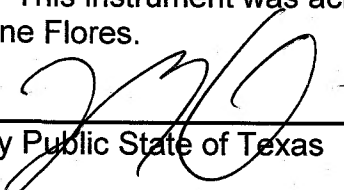
By: 
Name: _____
Title: **Eric Bonnin**
Vice President, Business Development & Strategy

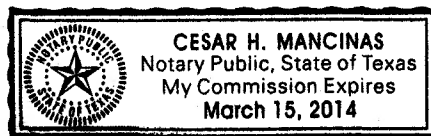
Acknowledgments

STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on 18 day of August, 2010,
by Irene Flores.


Notary Public State of Texas



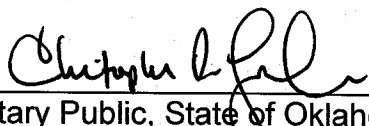
STATE OF OKLAHOMA

§
§
§

COUNTY OF OKLAHOMA

This instrument was acknowledged before me on this 16th day of September, 2010, by Henry J. Hood, as the Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

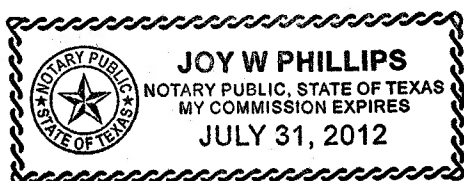
Given under my hand and seal the day and year last above written.

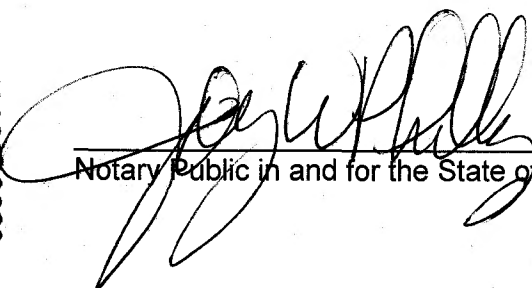

Notary Public, State of Oklahoma
Notary's name (printed):
Notary's commission expires:



STATE OF TEXAS)
)
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 24th day of September, 2010, by Eric Bonnia, Vice President Business Development & Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.





Notary Public in and for the State of Texas

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

DALE PROPERTY SERVICES
500 TAYLOR ST, STE 600
FT WORTH, TX 76102

Submitter: DALE RESOURCES LLC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/28/2010 3:27 PM

Instrument #: D210267611

LSE

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PGS

\$28.00

By: _____

Suzanne Henderson

D210267611

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: SLDAVES